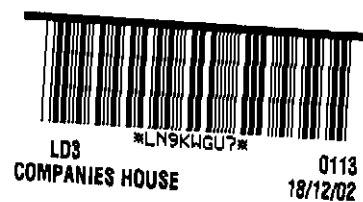


CADENA CAFES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEKS ENDED 23 FEBRUARY 2002



CADENA CAFES LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the 52 weeks ended 23 February 2002.

Principal activities

The company did not trade in the period.

Directors and their interests

The directors of the company during the period were as follows:

D E Reid
R S Ager
J A Bailey

None of the directors had any disclosable beneficial interests in the company.

D E Reid and R S Ager are also directors of Tesco PLC, the company's ultimate parent company, and as such their disclosable interests in Tesco PLC are all declared in the accounts of that company.

For the one director as at 23 February 2002 who was not also director of the ultimate parent company, his interests in the shares of Tesco PLC at the beginning and end of the period are given below:

	Ordinary shares			Share options*		
	2002	2001	2002	Granted	Exercised	2001
J A Bailey	30,751	28,021	93,220	30,959	38,849	101,110

* Executive share option scheme (1984, 1994 and 1996) and savings related share option scheme (1981). Details of these schemes are set out in the annual report and accounts of Tesco PLC.

By order of the Board on [17 DEC 2002]

Director

Cadena Cafes Limited
Registered Number 41420



CADENA CAFES LIMITED**BALANCE SHEET AS AT 23 FEBRUARY 2002**

	Note	2002 £	2001 £
FIXED ASSET INVESTMENTS			
Shares in group undertakings (at cost)		75,835	75,835
CURRENT ASSETS			
Amounts owed by group undertakings		2,438,305	2,438,305
CURRENT LIABILITIES			
CREDITORS: Amounts falling due within one year			
Amounts owed to group undertakings		(112,356)	(112,356)
NET CURRENT ASSETS		2,325,949	2,325,949
TOTAL ASSETS LESS CURRENT LIABILITIES		2,401,784	2,401,784
 CAPITAL AND RESERVES			
Called up share capital	3	789,213	789,213
Profit and loss account		1,612,571	1,612,571
EQUITY SHAREHOLDERS' FUNDS		2,401,784	2,401,784

For the 52 weeks ended 23 February 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the period in question in accordance with section 249B(2).

The Directors acknowledge their responsibility for :

- Ensuring the company keeps accounting records which comply with section 221
- Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial period in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the Board on [17 DEC 2002]

Director

X  ✓

The notes on pages 4 and 5 form part of these financial statements.

CADENA CAFES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2002

1 PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

In accordance with FRS1 (revised), the company, being the wholly owned subsidiary of another company which prepares a cash flow statement including the cash flows of this company, has not prepared such a statement itself.

2 ACTIVITY AND DIRECTORS

During the year the company has not traded and consequently a profit and loss account has not been disclosed.

The directors received no emoluments for their services to the company (2001: £nil).

The company had no employees during the period (2001: nil).

3 CALLED UP SHARE CAPITAL

	2002 £	2001 £
Authorised:		
800,000 ordinary shares of £1 each	800,000	800,000
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Allotted and fully paid up:		
789,213 ordinary shares of £1 each	789,213	789,213
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CADENA CAFES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2002 (continued)

4 ULTIMATE PARENT UNDERTAKING

The immediate and ultimate parent company and controlling party is Tesco PLC, which is incorporated in Great Britain and registered in England and Wales, and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Tesco PLC financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL.

5 RELATED PARTY DISCLOSURES

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under Financial Reporting Standard 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the company is included, are available at the address noted above.